

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

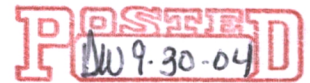
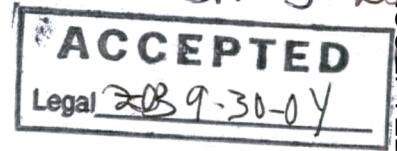
Docket No. 2004-211-C

Re: Application of Tennessee Telephone Service,)
LLC d/b/a Freedom Communications USA,)
LLC for a Certificate of Public Convenience and)
and Necessity to Provide Resold and Facilities-)
based Local Exchange and Intrastate Inter-)
exchange Telecommunications Services in the)
State of South Carolina)

STIPULATION

The South Carolina Telephone Coalition ("SCTC") (see attachment "A" for list of companies) and Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC ("Tennessee Telephone") hereby enter into the following stipulations. As a consequence of these stipulations and conditions, SCTC does not oppose Tennessee Telephone's Application. SCTC and Tennessee Telephone stipulate and agree as follows:

1. SCTC does not oppose the granting of a statewide Certificate of Public Convenience and Necessity to Tennessee Telephone, provided the South Carolina Public Service Commission ("Commission") makes the necessary findings to justify granting of such a certificate, and provided the conditions contained within this stipulation are met.
2. Tennessee Telephone stipulates and agrees that any Certificate which may be granted will authorize Tennessee Telephone to provide service only to customers located in non-rural local exchange company ("LEC") service areas of South Carolina, except as provided herein.
3. Tennessee Telephone stipulates that it is not asking the Commission to make a finding at this time regarding whether competition is in the public interest for rural areas.



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4. Tennessee Telephone stipulates and agrees that it will not provide any local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, unless and until Tennessee Telephone provides such rural incumbent LEC and the Commission with written notice of its intent to do so at least thirty (30) days prior to the date of the intended service. During such notice period, the rural incumbent LEC will have the opportunity to petition the Commission to exercise all rights afforded it under Federal and State law. Also, Tennessee Telephone acknowledges that the Commission may suspend the intended date for service in rural LEC territory for ninety (90) days while the Commission conducts any proceeding incident to the Petition or upon the Commission's own Motion, provided that the Commission can further suspend the implementation date upon showing of good cause.

5. Tennessee Telephone stipulates and agrees that, if Tennessee Telephone gives notice that it intends to serve a customer located in a rural incumbent LEC's service area, and either (a) the Commission receives a Petition from the rural incumbent LEC to exercise its rights under Federal or State law within such 30-day period, or (b) the Commission institutes a proceeding of its own, then Tennessee Telephone will not provide service to any customer located within the service area in question without prior and further Commission approval.

6. Tennessee Telephone acknowledges that any right which it may have or acquire to serve a rural telephone company service area in South Carolina is subject to the conditions contained herein, and to any future policies, procedures, and guidelines relevant to such proposed service which the Commission may implement, so long as such policies, procedures, and guidelines do not conflict with Federal or State law.


7. The parties stipulate and agree that all rights under Federal and State law are reserved to the rural incumbent LECs and Tennessee Telephone, and this Stipulation in no way suspends or adversely affects such rights, including any exemptions, suspensions, or modifications to which they may be entitled.

8. Tennessee Telephone agrees to abide by all State and Federal laws and to participate, to the extent it may be required to do so by the Commission, in the support of universally available telephone service at affordable rates.

9. Tennessee Telephone hereby amends its application and its prefiled testimony in this docket to the extent necessary to conform with this Stipulation.

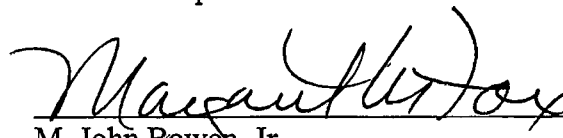
AGREED AND STIPULATED to this 27 day of September,
2004.

Tennessee Telephone Service, LLC


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Service, LLC

South Carolina Telephone Coalition


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Attorneys for the South Carolina Telephone
Coalition

ATTACHMENT A

South Carolina Telephone Coalition Member Companies
for Purposes of Local Service Stipulation

ALLTEL South Carolina, Inc.
Chesnee Telephone Company
Chester Telephone Company
Farmers Telephone Cooperative, Inc.
Ft. Mill Telephone Company
Home Telephone Company, Inc.
Lancaster Telephone Company
Lockhart Telephone Company
McClellanville Telephone Company
Norway Telephone Company
Palmetto Rural Telephone Cooperative, Inc.
Piedmont Rural Telephone Cooperative, Inc.
Pond Branch Telephone Company
Ridgeway Telephone Company
Rock Hill Telephone Company
Sandhill Telephone Cooperative, Inc.
St. Stephen Telephone Company
West Carolina Rural Telephone Cooperative, Inc.
Williston Telephone Company

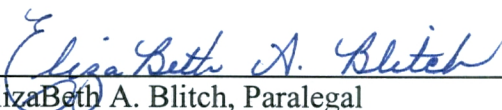
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and Necessity to Provide Resold and Facilities-)
based Local Exchange and Intrastate Inter-)
exchange Telecommunications Services in the)
State of South Carolina)
_____)

I, ElizaBeth A. Blitch, do hereby certify that I have this date served one (1) copy of the foregoing Stipulation upon the following party of record by causing said copy to be deposited with the United States Mail, first class postage prepaid to:

Bonnie D. Shealy, Esquire
Robinson McFadden & Moore, PPC
PO Box 944
Columbia, SC 29202.


ElizaBeth A. Blitch, Paralegal
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September 29, 2004

Columbia, South Carolina